

MANUEL ZAIAC
ATTORNEY AT LAW

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Corporate Records Bureau
Division of Corporations
Department of State
P O Box 6327
Tallahassee, Florida 32301


Gentlemen:

Enclosed is original and one copy of Articles of Incorporation of

Also enclosed is a check in the sum of \$122⁵⁰ to cover charter tax, filing fees, certified copy and resident agent's fee.

Thank you for your attention to this matter.

Sincerely,


Manuel Zaiac

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-05/02/01--01062--009

122.50 *78.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 MAY -- 2 PM 8:05

FILED

MZ:Ada

encls.

E. G. GIBSON

MAY 7 2000

ARTICLES OF INCORPORATION
OF
CARIBBEAN BUDGET SHIPPING, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 MAY -2 AM 8:05

FILED

Article I - Name

The name of this corporation is:
CARIBBEAN BUDGET SHIPPING, INC.

Article II - Duration

The existence of this corporation shall be perpetual.

Article III - Purpose

THE ACQUISITION , OPERATION AND DISPOSITION OF ALL TYPES OF
SHIPPING BUSINESSES.

and for the purpose of transacting any or all lawful business .

Article IV - Capital Stock

This corporation is authorized to issue 1000 shares
of One Dollar (\$ 1.00) par value common
stock.

Article V - Preferences, Limitations and
Relative Rights of Shares of Capital Stock

Section 1. Rights upon Liquidation or Dissolution.

The assets of this corporation shall be payable to and distributed
ratably among the holders of record of the Common Shares .

Section 2. Voting Rights.

Except as otherwise provided by law, the entire voting power for
the election of directors and for all other purposes shall be vested exclusive-
ly in the holders of the outstanding Common Shares .

Article VI - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of
this corporation of the same kind, class or series as that which he already

holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VII - Initial Registered Office and Agent

The street address of the initial registered office and the principal office of this corporation is:

10900 N.E. 4th Avenue , N. Miami Beach , Florida 33162

and the name of the initial registered/^{resident}agent of this corporation at that address is:

JEAN CHARLES

Article VIII - Initial Board of Directors

This corporation shall have 5 director(s) initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than 5. The name (s) and address(es) of the initial director(s) of this corporation is (are):

Jean Charles 10900 N.E.4th Ave. N. Miami Beach Fl. 33162
Jacques Thelusma 121-95 West Dixie Hwy. Apt #21 N.Miami ,Fl.33161
Jean Regis P.O.Box 680837 N,Miami , Fl. 33168
Francois Cimeus 540 N.W. 109th Street, Miami ,Fl. 33168
Fara Soffort , 9750 N.W. 3rd Ave. Miami, Fl. 33150

Article IX - Incorporator

The name and address of the person signing these articles is:

Jean Charles 10900 N.E. 4th Avenue,N. Miami Beach Fl. 33162

Article X - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

Article XI - Approval of Shareholders
Required for Merger

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

Article XII - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

Article XIII - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 1st day of May 2001.

Jean B. Charles
Subscriber

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

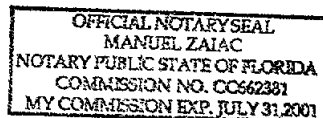
BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared

JEAN B. CHARLES

personally known to me and known by me to be the person who executed the foregoing articles of incorporation, and who acknowledged before me that HE executed those articles of incorporation and who did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 1st day of May 2001.

Manuel Zaiac
MANUEL ZAIAC



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA. NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST--THAT Caribbean Budget Shipping ,Inc.
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF North Miami Beach
(CITY)

STATE OF Florida HAS NAMED Jean Charles
(STATE) (NAME OF RESIDENT AGENT)

LOCATED AT 16900 N.E. 4th Avenue ,N. Miami Beach ,Fl. 33162
(STREET ADDRESS AND NUMBER OF BUILDING,
POST OFFICE BOX ADDRESSES ARE NOT ACCEPTABLE)

CITY OF see above, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT

SERVICE OF PROCESS WITHIN FLORIDA.

FILED
01 MAY - 2 AM 8:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SIGNATURE Jean B. Charles
(CORPORATE OFFICER)

TITLE President

DATE May 1st 2001

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR SAID CORPORATION AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE Jean B. Charles
(RESIDENT AGENT)

DATE May 1st 2001